

**UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS OF
TAYLOR TOOLING GROUP, LLC**

The undersigned, constituting all the members (the “Members”) of Taylor Tooling Group, LLC, a Michigan Limited Liability Company (the “Company”), hereby waive all notice of time, place or purpose of a meeting and consent to, approve, and adopt the following resolution:

WHEREAS, the Members have considered the financial and operational aspects of the Company’s business, including out of Court debt settlements and Chapter 11 reorganization;

NOW, THEREFORE, BE IT RESOLVED THAT, the Company’s Members, including James R. Taylor and Thomas J. Taylor Jr., are hereby authorized to act on the Company’s behalf and commence Bankruptcy Proceedings under Title 11, Chapter 11 of the United States Code.

BE IT FURTHER RESOLVED THAT, in the judgment of the Members, it is desirable and in the best interest of the Company, its creditors, Members, and other interested parties, that a voluntary petition be filed by the Company under the provisions of Title 11, Chapter 11 of the United States Code in the Western District of Michigan;

BE IT FURTHER RESOLVED: The Members of the Company, hereby are, authorized and directed to employ the law firm of Keller & Almassian, PLC, as general bankruptcy counsel to the Company. The Members are authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 case, and file an appropriate application for authority to retain the services of Keller, Almassian, PLC, and other professionals as may be necessary to execute and confirm a Chapter 11 Plan and consultants.

BE IT FURTHER RESOLVED: That the Members of the Company be, and hereby are, authorized and directed, take any and all further action, and to execute, acknowledge, deliver and/or file any and all instruments, documents, or pleadings as may be necessary and advisable before and throughout the Chapter 11 Bankruptcy Proceedings.

BE IT FURTHER RESOLVED: That all of the acts and transactions relating to matters contemplated by the foregoing resolutions of the Members, in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified;

IN WITNESS WHEREOF, undersigned have executed this unanimous written consent as of 11th day of March, 2019.

/s/ Thomas J. Taylor Jr
Thomas J. Taylor Jr., 50% Member

/s/ James R. Taylor
James R. Taylor, 50% Member